

Company Number: 04038252

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

SUNTECH MEDICAL GROUP LIMITED

("the Company")

Passed: 3 May 2002

By resolution of the members of the Company at the Annual General Meeting and being dated 3 May 2002, the following resolution was passed as an Ordinary Resolution:

ORDINARY RESOLUTION

Authority to Issue Shares

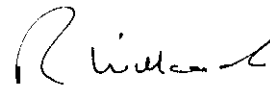
That the Directors be and are generally and unconditionally authorised pursuant to and in accordance with section 80 Companies Act 1985 to exercise all the powers of the Company to allot relevant securities as defined in the said section provided that:

- (a) such authority shall be limited to the allotment of relevant securities up to an aggregate nominal amount of £38,649;
- (b) such authority shall expire at the sooner of the close of the next Annual General Meeting of the Company and 3 August 2003; and
- (c) the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after that expiry

and that the Directors be and are empowered and authorised for the purposes of the Companies Act 1985 and the Articles of Association of the Company to allot equity securities as defined in section 94 Companies Act 1985 for cash pursuant to the authority conferred by this Resolution as if in the following cases sub-section 89(1) of the Act and any provision of the Articles of Association of the

Company requiring such shares to be offered first to members of the Company did not apply:

- (i) the allotment of equity securities in connection with an offer open for acceptance for a period fixed or approved by the Directors, to holders of Ordinary Shares on the register on a fixed record date in proportion to their then holding of such Shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or overseas shareholders); and
- (ii) the allotment of equity securities otherwise than pursuant to the preceding paragraph up to an aggregate nominal amount of £11,594.



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~~Director/Secretary~~